



NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

May 15, 1979.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423.

RECORDATION NO. 9927 R Filed 1425

MAY 18 1979 - 3 32 PM

Re: Section 11303 Filing: Supplement dated as of May 15, 1979 ("Supplement"), to the Bailment Agreement and Assignment of Leases dated as of December 18, 1978 ("Bailment Agreement"), by and between North American Car Corporation ("Bailee") and General Electric Credit and Leasing Corporation ("Bailor") *and recorded under Recordation No 9927,*

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement to the above described Bailment Agreement, between Bailee, 222 South Riverside Plaza, Chicago, Illinois 60606 and Bailor, P.O. Box 8300, 260 Long Ridge Road, Stamford, Connecticut 06904. The Bailment Agreement was recorded with the Interstate Commerce Commission at 11:20 a.m. on December 20, 1978 *under Recordation No 9927.*

Under the Supplement and the Bailment Agreement, Bailee agrees to hold lease, maintain and perform certain administrative and other services with respect to the equipment described in Schedule A (which equipment has been or is to be sold to Bailor) and assigns, transfers and sets over unto Bailor all of Bailee's right, title and interest, powers, privileges and other benefits in, but not its obligations under, the leases of such equipment described in Schedule B to such Supplement together with all amounts which may be received or credited to the account of Bailee in respect of mileage compensation from railroads using the equipment leased under such leases or any other sums received by or payable to Bailee from parties other than the lessee with respect thereto, all in accordance with the Supplement and the Bailment Agreement.

Also enclosed is a check, payable to the Interstate Commerce Commission in the amount of \$10.00 as the recording fee for the Bailment Agreement.

TIGER LEASING GROUP

Secretary
Interstate Commerce Commission
May 15, 1979.
Page Two.

Pursuant to the Commission's rules and regulations for the recording of certain documents, under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of each of the enclosed counterparts for record in your office and to return the remaining counterparts together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,



~~James M. Gillespie,~~
~~Attorney.~~

VP - Law

JMG/sqs
Enclosures.

SUPPLEMENT, dated as of May 15, 1979, to the
BAILMENT AGREEMENT AND ASSIGNMENT LEASES, dated as of
December 18, 1978 (the "Assignment"), between GENERAL
ELECTRIC CREDIT AND LEASING CORPORATION, a Delaware corporation
("GECC") and NORTH AMERICAN CAR CORPORATION, a Delaware
corporation ("NACC"):

WHEREAS, NACC and GECC desire to add the units of
railroad equipment referred to in Schedule A hereto
("Equipment") to the Assignment;

WHEREAS, NACC and GECC desire to assign the leases
referred to in Schedule B hereto (the "Leases") to the Assignment;

NOW THEREFORE, in consideration of the mutual cov-
enants and promises contained herein and in the Assignment,
GECC and NACC agree as follows:

Article I. Definitions, Interpretation

1.01. The definitions set forth or incorporated by
reference in the Assignment are incorporated herein by reference
to the same extent as if set forth herein, except as herein
otherwise provided.

1.02. In the event of any discrepancy between the
provisions of this Supplement and the provisions of the
Assignment, the provisions of the Assignment shall control and
the provisions hereof are expressly made subject thereto.

Article II. Supplement to Assignment

2.01. The Assignment is hereby supplemented to
add the Leases and the Equipment thereto.

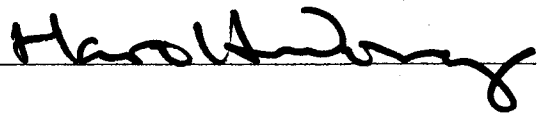
Article III. Representation and Warranties

3.01 The representations, warranties and covenants
of NACC in the Assignment are true and correct on and as of
the date hereof as though made on and as of this date.

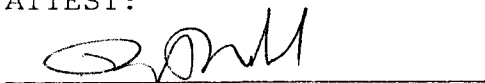
IN WITNESS WHEREOF, NACC and GECC have executed
this Supplement as of this May 15, 1979.

NORTH AMERICAN CAR CORPORATION

By

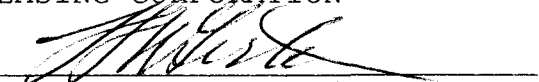


ATTEST:

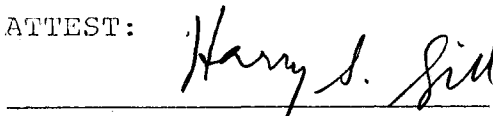


GENERAL ELECTRIC CREDIT AND
LEASING CORPORATION

By



ATTEST:



Herman W. Gerte
Senior Investment Officer

ATTESTING SECRETARY

RECORDATION NO. 9927, Filed
MAY 18 1979 -3 30 P
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 15th day of May, 1979, before me personally appeared Harold Wong, to me personally known, who, being by me duly sworn, says that he is a Director-Railcar Administrative Services of NORTH AMERICAN CAR CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Brian M. Wulder
Notary Public

(Notarial Seal)

STATE OF Connecticut)
) SS.:
COUNTY OF Fairfield)

On this 17 day of May, 1979, before me personally appeared HW Gorte, to me personally known, who, being by me duly sworn, says that he is a Senior Investment Officer of GENERAL ELECTRIC CREDIT AND LEASING CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joan A. Sayer
Notary Public
JOAN A. SAYER
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1981

(Notarial Seal)

SCHEDULE A

<u>Description of Equipment (including AAR designation)</u>	<u>Quantity</u>	<u>Reporting Mark (Inclusive)</u>	<u>Serial Number (Inclusive)</u>
4750 cubic foot covered hopper cars, 100-ton trucks, Class LO	11	NAHX 480348-480358	480348-480358

SCHEDULE B

<u>Dates and Numbers of Master Lease and Rider</u>	<u>Reporting Marks of Equipment Subject to Lease</u>	<u>Serial Numbers of Equipment Subject to Lease</u>	<u>Description of Equipment (in- cluding AAR d</u>
Car Leasing Agreement 1155 (dated 5/15/79) Rider 1 (dated 5/15/79)	NAHX 480348-480358	480348-480358	4750 cubic foot covered hopper cars, 100-ton trucks, Class